

**BY-LAWS OF  
MRC & COMPANY, INC.  
A Vermont nonprofit corporation  
Adopted September 1, 2012**

**ARTICLE 1: Name and Purpose**

- 1.1 **Name.** The name of the Corporation shall be "MRC & Company, Inc.", and shall be referred to as "MRC" or "the Corporation" in these by-laws.
- 1.2 **Status.** MRC is organized as a non-profit 501(c)(3) corporation existing and operating under the laws of the State of Vermont
- 1.3 **Mission Statement.** To serve our community through song.

**ARTICLE 2: Location and Fiscal Year**

- 2.1 The principal office of MRC where the records of the corporation will be kept shall be in the Mad River Valley. Meetings of the Board of Directors and general business of the corporation may be carried on at any location designated by the Board of Directors. Meetings may also be carried on by electronic mail or by telephone.
- 2.2 Commencing on July 1, 2009, MRC shall operate on a calendar year ending on June 30.

**ARTICLE 3: Board of Directors**

- 3.1 The general management and control of the affairs, funds and property of MRC, whether owned, loaned or leased to or by MRC, shall be vested in a Board of Directors (the "Board"). Each Director shall be elected for a three-year term. Beginning after the first three-year term (ending in September 2015), terms for all members of the Board shall be staggered with approximately one-third of the Board terms ending at each Annual Meeting. A Director may serve a maximum of two consecutive terms and may be re-elected for an additional two consecutive terms after a one-year absence from the Board. An interim director may be elected to finish the term of another director. In that event, the remainder of the departing Director's term shall not be counted against the Director replacing him or her. The Conductor or Artistic Director shall be an ex-officio non-voting Director. Departing Directors may also be invited by the Board to continue to participate as ex-officio non-voting Directors. From time to time the Board may appoint advisory members of the Board who have special knowledge of particular issues and may vote on such issues.
- 3.2 **Eligibility and Number.**  
Any member of MRC shall be eligible to be a Director.  
The number of Directors on the Board shall not be less than three (3) or more

than nine (9). The Board may increase the number of Directors as the need arises so long as there are not more than nine (9). Directors shall serve without compensation.

### **3.3 Nominations and Election**

- 3.3.a Nominating committee.** The Board shall appoint a Nominating Committee. The Nominating Committee shall include at least two (2) Directors and may also include non-voting members of MRC. At least thirty (30) days prior to each annual Meeting, the Nominating Committee shall provide the Board with the names of proposed candidates willing to replace any Directors who, due to resignation or maximum term, will be leaving the Board at the next annual meeting. The Nominating Committee shall also propose a slate of officers from the pool of Directors who will serve after the annual meeting. Additional nominations may be accepted from Directors at a Board meeting, provided they are made in time to be discussed by the Board and included in the Notice of Annual Meeting. All persons nominated to serve as Directors and approved by the Board shall be included in the Notice of Annual Meeting.
- 3.3.b Election of Directors.** The election or re-election of Directors shall take place at the Annual meeting of the Board. Candidates receiving the largest number of votes for the position designated are elected.
- 3.3.c Election of Officers.** After the Board election at the annual meeting, the newly constituted Board shall elect a slate of officers to serve until the next annual meeting. A simple majority vote of Directors constituting a quorum at the meeting shall constitute election to office.
- 3.3.d Vacancies and Removal.** A Director may resign at any time by delivering written notice to the Board. The Directors may, in their discretion, request the resignation of a Director who has missed three (3) regularly scheduled consecutive meetings without just cause, or who has similarly failed to respond to electronic mail or telephone meetings. The Board shall exercise its best efforts to fill any vacancy created by removal or death or resignation within sixty (60) days. The Board may request the assistance of the Nominating Committee to complete this task.

### **3.4 Meetings of the Board of Directors**

**3.4.a Annual Meeting.** The Annual Meeting of the Board of Directors of MRC shall be held on the 1st Sunday in June at such location as may be designated by the Board of Directors.

**3.4.b Notice.** Notice of the Annual Meeting of the Board stating time and place shall be mailed by first class mail to all Directors no less than ten (10) days prior to the Annual Meeting, except that Notice may be provided by electronic mail to any Director who has provided the Secretary with his or her e-mail address. In the event an electronic Notice of Meeting is returned as undelivered, the Secretary shall immediately forward notice by first class mail to that Director. Attendance at a meeting shall constitute a waiver of notice.

**3.4.c Regular Meetings, Telephonic Meetings and Votes Between Meetings.** Regular meetings of the Board shall be held at such location as is designated by the Directors and shall be scheduled by the Directors at the conclusion of any meeting of the Board. They may also be scheduled at other times, provided at least three (3) days notice of the meeting is provided to the Directors by electronic mail or by telephone. Any meeting of the Board, except the annual meeting, may be held by telephone conference. If the President or Vice-President determines that a Board vote is required between meetings, the Board may be individually polled and votes may be cast by electronic mail. In the event that a Director does not have access to electronic mail, a writing signed by him or her shall suffice.

**3.4.d Special Meetings.** Special meetings may be held at any time and place as called by the President, and shall be called by the President or Secretary upon the request of at least one-third ( $1/3$ ) of the Directors. All Directors shall be notified by e-mail of the date, time, and place of any special meeting at least three (3) days prior to the meeting.

**3.4.e Board Meetings Open to Members.** All meetings of the Board are open to current members of MRC. The President may at any time at his or her discretion declare an executive session of the Board. In such case, the purpose of an executive session shall be declared. Except for specific decisions that may be reached, all matters discussed and opinions expressed within the Board during an executive session shall be considered confidential.

**3.4.f Quorum.** A majority of the Board of Directors shall constitute a quorum at any meeting. When a quorum is present at any meeting, the vote of the majority of the Directors so present shall decide on any question properly brought before such meeting.

**ARTICLE 4: Officers**

- 4.1 Officers and Elections.** The Officers of MRC shall be the President, Vice-President, Treasurer and Secretary. All Officers shall be elected for terms of one (1) year at the Annual Meeting of the Board. Only Directors are eligible for election as Officers. The same person may simultaneously hold more than one office, except that a person may not simultaneously hold the office of President and Secretary.
- 4.2 President.** The President shall preside at all meetings of the Board, shall have general supervisory powers over the activities of MRC, and shall perform other such duties as the Board may from time to time designate. The President or whomever the President designates in writing shall execute contracts and conveyances on behalf of MRC. The President shall act on behalf of the Board in all matters.
- 4.3 Vice President.** The Vice President shall act in lieu of the President if the President is absent, shall assist the President, as needed, and shall have such other duties as the Board may from time to time designate.
- 4.4 Treasurer.** The Treasurer shall be responsible for the receipt and disbursement of all funds, for the maintenance of proper financial records and for creating and monitoring compliance with the budget. The Treasurer shall present current statements of receipts and expenditures at the regularly scheduled meetings of the Board and at the Annual Meeting. The books and accounts of MRC shall be open to the inspection of each Director.
- 4.5 Secretary.** The Secretary shall be responsible for filing with proper officials all documents required by law to be filed by the Corporation. The Secretary shall issue the Notice of the Meeting and keep a record of the minutes of all meetings of the Board, including the Annual Meeting. Copies of the minutes of all meetings shall be sent to the Directors promptly and shall be available for inspection by all members of MRC. The Secretary shall perform such other duties as are prescribed by the laws of the State of Vermont and as the Board may from time to time designate.
- 4.6 Other Officers.** The Board may create other offices with other powers and duties and may elect Officers to fill the offices created thereby.
- 4.7 Vacancy and Removal.** The term of an Officer may be terminated prior to its expiration in any of the following ways:
- Voluntarily by said Officer upon written notice to the Board; or
  - Involuntarily by a vote of a majority of the Board at any duly held Board meeting if an Officer proves unable to carry out the duties of his or her office or when the best interests of MRC would thereby be served.

Any vacancy created by such removal, death, or resignation shall be filled by the Board as soon as possible.

**ARTICLE 5: Committees**

- 5.1 Committees.** In addition to the Nominating Committee, the Board may create such committees at such times and with such powers and duties as they may deem necessary. Committees may include but are not limited to: 1) Finance and Budget, 2) Fundraising, 3) Programming, 4) Membership, 5) Mad River Chorale.

**ARTICLE 6: Members**

- 6.1 Qualifications.** All interested persons or groups may become non-voting members and shall be considered members upon payment of annual dues. The annual period of membership shall run from July 1 through June 30.
- 6.2 Cost of Membership.** The Board of Directors shall determine the cost of annual membership for each membership year.
- 6.3 Benefits.** The Board of Directors shall determine the benefits to be provided to members during each membership year.

**ARTICLE 7: Procedures and Amendments**

- 7.1 Procedures.** Robert's Rules of Order shall govern proceedings at all meetings of the Board if questions are raised concerning procedures.
- 7.2 Amendments.** These by-laws may be altered, amended or repealed, at any regular or special meeting of the Board by a vote of the majority of all Directors currently serving on the Board. Notice of any proposed alterations, amendments, or repeal must be given in the Notice of Meeting.

**ARTICLE 8: Dissolution**

- 8.1 Dissolution.**
- 8.1.a Approval.** Any dissolution of MRC must be approved by a majority of the Directors currently serving on the Board. In that event, the Notice of Meeting shall specifically state that there will be a vote on whether the Corporation should be dissolved.
- 8.1.b Distribution of Assets.** Upon any dissolution or winding up of MRC, any assets remaining after payment of or provision for its debts and liabilities shall, consistent with the purposes of MRC, be paid over to charitable organizations serving the arts and qualifying as exempt organizations under the provisions of Section 501(c)(3) of the US Internal

Revenue Code or corresponding provisions of subsequently enacted Federal law or shall be distributed to the Federal government, or to a state or local government, for a public purpose. After the payment of debts, no part of the net assets or net earnings of MRC shall inure to the benefit of or be paid or distributed to an officer, director, member, or donor of the corporation.

Effective June 2, 2013

**CONSENT TO CORPORATE ACTION  
IN LIEU OF ANNUAL MEETING OF  
MRC AND COMPANY, INC.**

The undersigned being all of Members of the Board of Directors of MRC and Company, Inc. hereby consent to the adoption of the following resolution and agrees that said resolution shall be as valid as if adopted at a duly held annual meeting:

**RESOLVED:** That the current members of the Board shall continue to serve as Directors during the ensuing year. Those members are:

Tony Egan  
Susan Hoyt  
Jane Hobart  
Lynn Bames  
Maria Luisa Biddle Duke  
Susan Davies

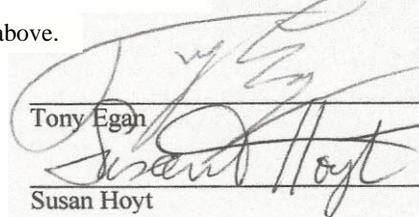
**RESOLVED:** That the following persons be, and they hereby are, elected to the offices set opposite their names for the ensuing year, to hold such offices until their successors are elected and qualified:

Tony Egan	President
Susan Hoyt	Vice President
Jane Hobart	Secretary
Lynn Bames	Treasurer

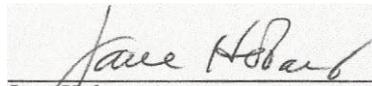
**RESOLVED:** That the Secretary shall notify the Secretary of State as to the identity of Board members and officers by filing an updated Biennial Report.

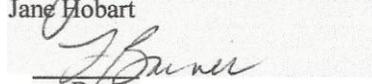
**RESOLVED:** That the Board, by separate Resolution, has revised the Bylaws to remove references to maximum terms for directors. The revision is clerical in nature and designed to remove inconsistencies remaining after the prior deletion of the provision setting term limits for directors.

Approved and accepted as of the date set forth above.



Tony Egan  
Susan Hoyt

  
Jane Hobart

  
Lynn Barnes

  
Sue

Lynn Barnes and Sue Davies (OCR failed)

Maris Luisa Biddle Duke (OCR failed)